

DRAFT FOR CONSULTATION

May 2022 [Month Year] / Primary Market / TN / 607.21

Primary Market Technical Note

Global Depositary Receipts (GDRs)

The information in this note is designed to help issuers and practitioners interpret our UK Listing Rules (UKLR), ~~Prospectus Regulation Rules~~ Prospectus Rules: Admission to Trading on a Regulated Market (PRM), Disclosure Guidance and Transparency Rules (DTR), and related legislation. The guidance notes provide answers to the most common queries we receive and represent FCA guidance as defined in section 139A FSMA

Rules

UKLR 15

~~It is acceptable for an issuer applying for admission of GDRs to trading on a regulated market to produce a prospectus covering the admission to trading on a regulated market of "up to" a specified number of GDRs.~~

The ~~maximum~~ number of GDRs covered by the prospectus must not represent more than 100% of the issued share capital of the issuer at the date of the prospectus. This is because GDRs can only reflect the existing amount of the issuer's shares. That prospectus will be valid for

admissions for so long as the total number of GDRs in issue does not exceed the ~~limit number~~ set out in the prospectus.

We recognise that the operation of a typical GDR facility means the number of GDRs in issue fluctuates as a result of the facility for investors to exchange shares for GDRs (and vice versa) at any time and that this is outside the issuer's control. The inclusion of the "up to" amount allows new shareholders (those that hold newly issued shares that were issued after the date of the establishment of the GDR "up to" facility) to exchange their shares for GDRs, so long as the total number of GDRs in issue does not exceed the amount of the "up to" facility. The use of the "up to" amount is appropriate to facilitate market activity in that it enables shareholders to exchange their shares for GDRs.